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BEFORE THE ARIZONA CORPORATION

Arizona Corporation Commission

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COMMISSIONERS

MIKE GLEASON, Chairman
WILLIAM A. MUNDELL
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KRISTIN K. MAYES
GARY PIERCE

2007 OCT -5 P 3:07

OCT 05 2007

AZ CORP COMMISSION
DOCKET CONTROL

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IN THE MATTER OF THE JOINT APPLICATION
OF TIME WARNER TELECOM OF ARIZONA,
LLC, XSPEDIUS MANAGEMENT CO.
SWITCHED SERVICES, LLC AND XSPEDIUS
MANAGEMENT CO. OF PIMA COUNTY FOR
AUTHORIZATION TO TRANSFER ASSETS;
CANCEL CC&NS; AND FOR ELIMINATION OF
PERFORMANCE BOND

DOCKET NO. T-03943A-07-0205
T-04113A-07-0205
T-04112A-07-0205

**NOTICE OF FILING STAFF REPORT
EXHIBITS D AND E**

Staff of the Arizona Corporation Commission ("Staff") hereby files Exhibits D and E to its Staff Report docketed on August 10, 2007. Exhibits D and E were inadvertently omitted from the filing.

RESPECTFULLY SUBMITTED this 5th day of October 2007.

Maureen A. Scott, Senior Staff Counsel
Legal Division
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007
(602) 542-3402

Original and thirteen (13) copies
of the foregoing were filed this
5th day of October 2007 with:

Docket Control
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007

...

1 Copies of the foregoing mailed this
2 5th day of October 2007 to:

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Monday, October 16, 2006

IMPORTANT NOTICE REGARDING YOUR TELEPHONE PROVIDER

Dear Xspedius Customers:

This notice is to advise you that Time Warner Telecom Inc. ("Time Warner Telecom") and Xspedius Communication, LLC ("Xspedius") have entered into an agreement and plan of merger. In this transaction, Time Warner Telecom will acquire Xspedius and its operating subsidiaries. Xspedius is the parent company of the following certified subsidiaries providing telecommunications service in Arizona: Xspedius Management Co. Switched Services, LLC and Xspedius Management Co. of Pima County, LLC ("Certified Subsidiaries"). Time Warner Telecom will acquire the parent of these Certified Subsidiaries. However, this will **not** change, without further regulatory action, the customer's service provider, nor will the transaction result in any change in the terms or condition of service provided to customers.

The Notice of Intent, filed by Time Warner Telecom and Xspedius (Applicants") with the Arizona Corporation Commission ("Commission") pursuant to Arizona Administrative Code R14-2-803, requests regulatory approval of the proposed merger of Time Warner Telecom and Xspedius. This Notice of Intent and subsequent filings in this proceeding are available for inspection during regular business hours at the offices of the Commission located at 1200 West Washington Street, Phoenix, Arizona 85007, and at the offices of Osborn Maledon, P.A., 2929 N. Central, Ste. 2100, Phoenix, AZ 85007.

Your service provider will not change as a result of this transaction. You will continue to receive the same telecommunications services you currently receive in accordance with the rates, terms and conditions of your existing contract or effective tariffs on file with the Arizona Corporation Commission. After November 1, you can expect to see the Time Warner Telecom logo on your bills, but it will also be clearly stated that service is being provided by the certificated Xspedius company. If, in the future, the Xspedius Certified Subsidiaries or Time Warner Telecom determines that rates, terms, or conditions require modification, they will follow the contract terms and the Arizona Corporation Commission rules regarding such changes, including, where required, written 30 day notice to customers. Additionally, if Time Warner Telecom seeks to reorganize its Certified Subsidiaries, including the Xspedius Certified Subsidiaries, it will seek approval of any such reorganization from the Commission and will again provide customers with notice of its intentions.

If you have any questions for the Commission about this Notice of Intent, or want information regarding this proceeding, you may contact the Consumer Services Section of the Commission at 1200 West Washington Street, Phoenix, Arizona 85007 or call 1-800-222-7000.

The Commission does not discriminate on the basis of disability in admission to its public meetings. Persons with a disability may request reasonable accommodations such as sign language interpreter, as well as request this document in an alternative format, by contacting Linda Hogan, ADA Coordinator, lhogan@azcc.gov, voice phone number 602-542-3931. Requests should be made as early as possible to allow time to arrange the accommodation.

If you have any questions about Time Warner Telecom's plan to merge with Xspedius, please call Xspedius at 1-800-937-7473, or visit the Xspedius web-site at <http://www.xspedius.com> or the Time Warner Telecom web-site at www.twtelecom.com.

Cordially,

Benjamin M. Edmond

Benjamin Edmond, Vice President of Marketing

Dear Customer:

**AN IMPORTANT NOTICE REGARDING
TELECOMMUNICATIONS SERVICES FROM
XSPEDIUS MANAGEMENT CO. SWITCHED SERVICES, LLC,
XSPEDIUS MANAGEMENT CO. OF PIMA COUNTY, LLC SERVICES**

Xspedius recently sold its Arizona regulated telecommunications assets to Time Warner Telecom, Inc. Time Warner Telecom, Inc. is now consolidating all of its Arizona regulated telecommunications assets into Time Warner Telecom of Arizona LLC ("Time Warner Telecom of Arizona"), a subsidiary of Time Warner Telecom, Inc. Following this consolidation, Xspedius will no longer provide telecommunications services in Arizona. The transfer of your service to Time Warner Telecom of Arizona will be completely transparent and there will be no change to your telecommunications services. Your transition from Xspedius to Time Warner Telecom of Arizona for telecommunications services requires no action on your part.

As your new service provider, Time Warner Telecom of Arizona will continue to provide you with the same telecommunications services you currently receive in accordance with the rates, terms and conditions of your existing contract or effective tariffs on file with the Arizona Corporation Commission. A select set of services currently offered by Xspedius that are duplications of products currently provided by Time Warner Telecom, Inc. will not be eligible for transfer to a new location, upgrades, the addition or deletion of lines/trunks or changes to associated features. Notice of any future changes in rates, terms and conditions of service will be provided to you as required by law.

If you do not wish to become a customer of Time Warner Telecom of Arizona, you may, in accordance with the terms of your contract, select another service provider within thirty days of the date of this letter. If you do not select another provider, Time Warner Telecom of Arizona will automatically become your service provider effective thirty days from the date of this letter or as soon thereafter as all necessary regulatory approvals are obtained.

If you do not want to continue service with Time Warner Telecom of Arizona, you must select a new provider as soon as possible. You will not incur any charges for the change to Time Warner Telecom of Arizona. However, should you select another provider, you may incur additional charges. Please be aware that you are responsible for paying all bills rendered to you by Xspedius during this transition. You may be subject to termination of your service in accordance with the terms of your contract and applicable Commission rules if you fail to pay your telephone bill.

Xspedius remains committed to providing you with excellent service during this period of transition. If you have any questions regarding this notice or your service, please call 1-800-937-7473. You may also direct questions regarding this notice to the Consumer Services Section of the Arizona Corporation Commission Staff at 602-542-4251 or 1-800-222-7000.

Time Warner Telecom of Arizona looks forward to meeting your telecommunications needs including bundled packages of voice and data services, local phone service, Internet access, and managed networking solutions.